

REGISTRATION NO. 20564-B
FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A LESTER

May 23, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Sublease and Security Interest, dated as of May 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and First Statement of Renumbering previously filed with the Board under Recordation Number 20564 and 20564-A, respectively.

The name and address of the party to the enclosed document are:

Sublessor: Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago IL 60611-5318

[Sublessee: National Railway Equipment Company
14400 S. Robey Street
Dixmoor, IL 60426]

Mr. Vernon A. Williams
May 23, 2007
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A description of the railroad equipment covered by the enclosed document is:

17 locomotives within the series NREX 2025 – NREX 2041 and IHB 2922 – IHB 2925 (previously marked ICG 2025 – ICG 2041).

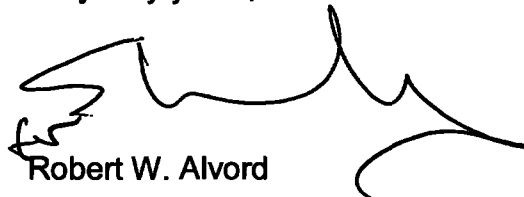
A short summary of the document to appear in the index is:

Termination of Sublease and Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAY 23 '97 -3 00 PM

(NREC / IC)

SURFACE TRANSPORTATION BOARD

TERMINATION OF SUBLEASE AND SECURITY INTEREST

THIS TERMINATION OF SUBLEASE AND SECURITY INTEREST is made as of May 21, 2007 by **Illinois Central Railroad Company** (the "Sublessor").


WITNESSETH:

1. Sublessor and **National Railway Equipment Co.** (the "Sublessee") entered into a Master Equipment Sublease dated as of February 6, 1997 (the "Sublease") covering the seventeen (17) SD-20 diesel-electric locomotives more fully described on Exhibit A attached hereto (the "Equipment");
2. To evidence the Sublease, Sublessor and Sublessee entered into a Memorandum of Lease dated as of February 6, 1997 which was filed at the Surface Transportation Board (the "STB") on March 4, 1997 at 2:25 P.M. with recordation number 20564;
3. Sublessor executed a First Statement of Renumbering dated as of February 1, 2001 which was filed at the STB on February 22, 2001 at 9:40 A.M. with recordation number 20564-A; and
4. Sublessee has performed all of its obligations under the Sublease.

NOW THEREFORE, for good and valuable consideration, Sublessor agrees and acknowledges for the public record that (i) the Sublease is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Equipment is hereby released.

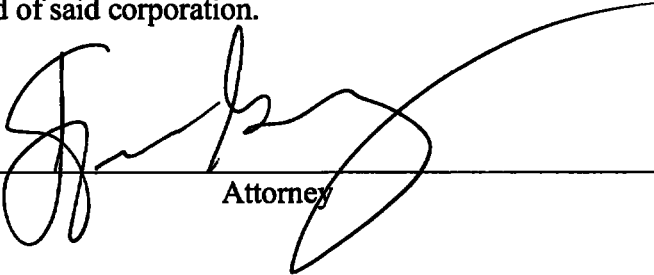
IN WITNESS WHEREOF, the Sublessor has caused this Termination of Sublease and Security Interest to be executed as of the date first above written.

ILLINOIS CENTRAL RAILROAD COMPANY
Sublessor

By: 
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 10th day of May, 2007 before me personally appeared, John A.N. Lamont, to me personally known, who being by me duly sworn, says that he is Sr. Manager, Asset Finance of Illinois Central Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney

Bar Number: 188726-2

Exhibit A to Termination of Sublease and Security Interest

Description of Equipment

Seventeen (17) SD-20 diesel-electric locomotives marked and numbered as shown below:

<u>Original Mark and Number</u>		<u>Current Mark and Number</u>	
ICG	2025	NREX	2025
ICG	2026	NREX	2026
ICG	2027	IHB	2923
ICG	2028	NREX	2028
ICG	2029	NREX	2029
ICG	2030	NREX	2030
ICG	2031	IHB	2922
ICG	2032	NREX	2032
ICG	2033	NREX	2033
ICG	2034	NREX	2034
ICG	2035	IHB	2924
ICG	2036	NREX	2036
ICG	2037	IHB	2925
ICG	2038	NREX	2038
IC	2039	NREX	2039
IC	2040	NREX	2040
IC	2041	NREX	2041